

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(HIGHLIGHT CHANGES)

APPLICATION FOR PERMIT TO DRILL

1A. Type of Work: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO. ML-48269	6. SURFACE State
B. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER <input type="checkbox"/> SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
2. NAME OF OPERATOR: Phillips Petroleum Company		8. UNIT or CA AGREEMENT NAME: Utah Drunkards Wash	
3. ADDRESS OF OPERATOR: 6825 South 5300 West, P.O. Box 851, Price, Utah 84501 CITY STATE ZIP		PHONE NUMBER: (435) 613-9777	9. WELL NAME and NUMBER: D15
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 639' FSL, 1885' FWL AT PROPOSED PRODUCING ZONE: 4388317 N 508367 E		10. FIELD AND POOL, OR WILDCAT: Drunkards Wash Undesignated	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 6.0 miles northwest of Price, UT		12. COUNTY: Carbon	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 575'	16. NUMBER OF ACRES IN LEASE: 2080 acres	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 160 acres	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 600'	19. PROPOSED DEPTH: 8160'	20. BOND DESCRIPTION: Rotary	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.) 6007' GR	22. APPROXIMATE DATE WORK WILL START: April 2002	23. ESTIMATED DURATION:	

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
26"	20" Conductor	40'	See attachment "D"
17-1/2"	13-3/8" 48#/ft	425'	See attachment "D"
12-1/4"	9-5/8" 36&40#/ft	3700'	See attachment "D"
8-3/4"	7" 26.29&32#/ft	8150'	See attachment "D"

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION RULES:

- | | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input checked="" type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER | <input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER |

Name & Signature: Jean Semborski

Title: Permitting Analyst

Date: 1/8/01

(This space for state use only)

API Number Assigned: 43-007-30819

Approval:

Range 9 East

S89°27'10"W - 2619.53'

(S89°28'W - 2620.86')

(N89°52'W - 2640.0')

Township 13 South

[N01°23'20"E - 2634.67']

(N01°23'E - 5272.08')

[N01°23'58"E - 2634.94']

34

1885.20'

DRILL HOLE #D-15
ELEVATION 6007.3'

UTM

N - 4388324
E - 508347

639.39'

SW CORNER
ELEV. 6062'

(N89°53'W - 5307.72')

S89°54'21"E - 5309.81'

Legend

- Drill Hole Location
- ⊕ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- () GLO

GPS Measured

NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES
ARE DERIVED USING A GPS PATHFINDER AND ARE
SHOWN IN NAD 27 DATUM.

LAT / LONG
39°38'48"N
110°54'10"W

Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700
GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED
FROM THE U.S. LAND OFFICE.

Basis of Elevation:

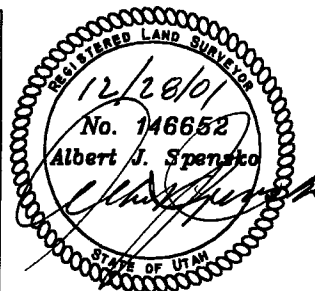
BASIS OF ELEVATION OF 6062' BEING AT THE SOUTHWEST SECTION CORNER
OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 9 EAST, SALT LAKE BASE
AND MERIDIAN, AS SHOWN ON THE STANDARDVILLE QUADRANGLE 7.5
MINUTE SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE SE1/4, SW1/4 OF SECTION 34,
T13S, R9E, S.L.B.&M., BEING 639.39' NORTH AND 1885.20' EAST
FROM THE SOUTHWEST SECTION CORNER OF SECTION 34, T13S, R9E,
SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional
Land Surveyor, holding Certificate 146652
State of Utah, do hereby certify that the
information on this drawing is a true and
accurate survey based on data of record and
was conducted under my personal direction
and supervision as shown hereon.



Talon Resources, Inc.

375 South Carbon Avenue, Suite 101

Price, Utah 84501

Ph: 435-637-8781

Fax: 435-636-8603



PHILLIPS PETROLEUM

WELL #D-15

Section 34, T13S, R9E, S.L.B.&M.

Carbon County, Utah

Drawn By:
J. STANSFIELD

Checked By:
L.W.J./A.J.S.

Drawing No.

A-1

Date:

12/28/01

Scale:

1" = 1000'

Sheet 1 of 4

Job No.
467

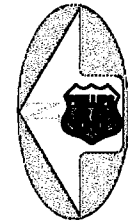
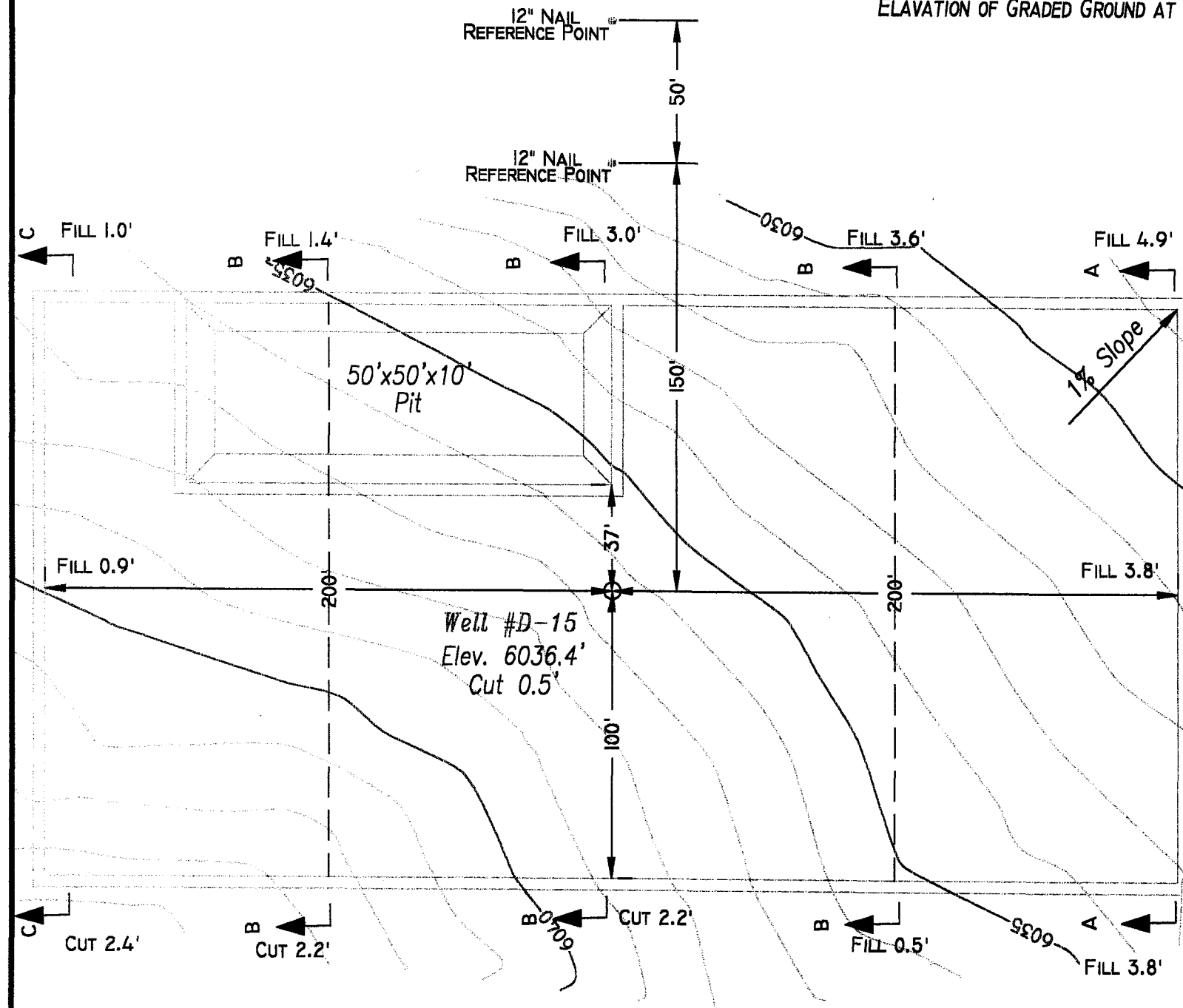
GRAPHIC SCALE

0 500' 1000'

(IN FEET)

1 inch = 1000 ft.

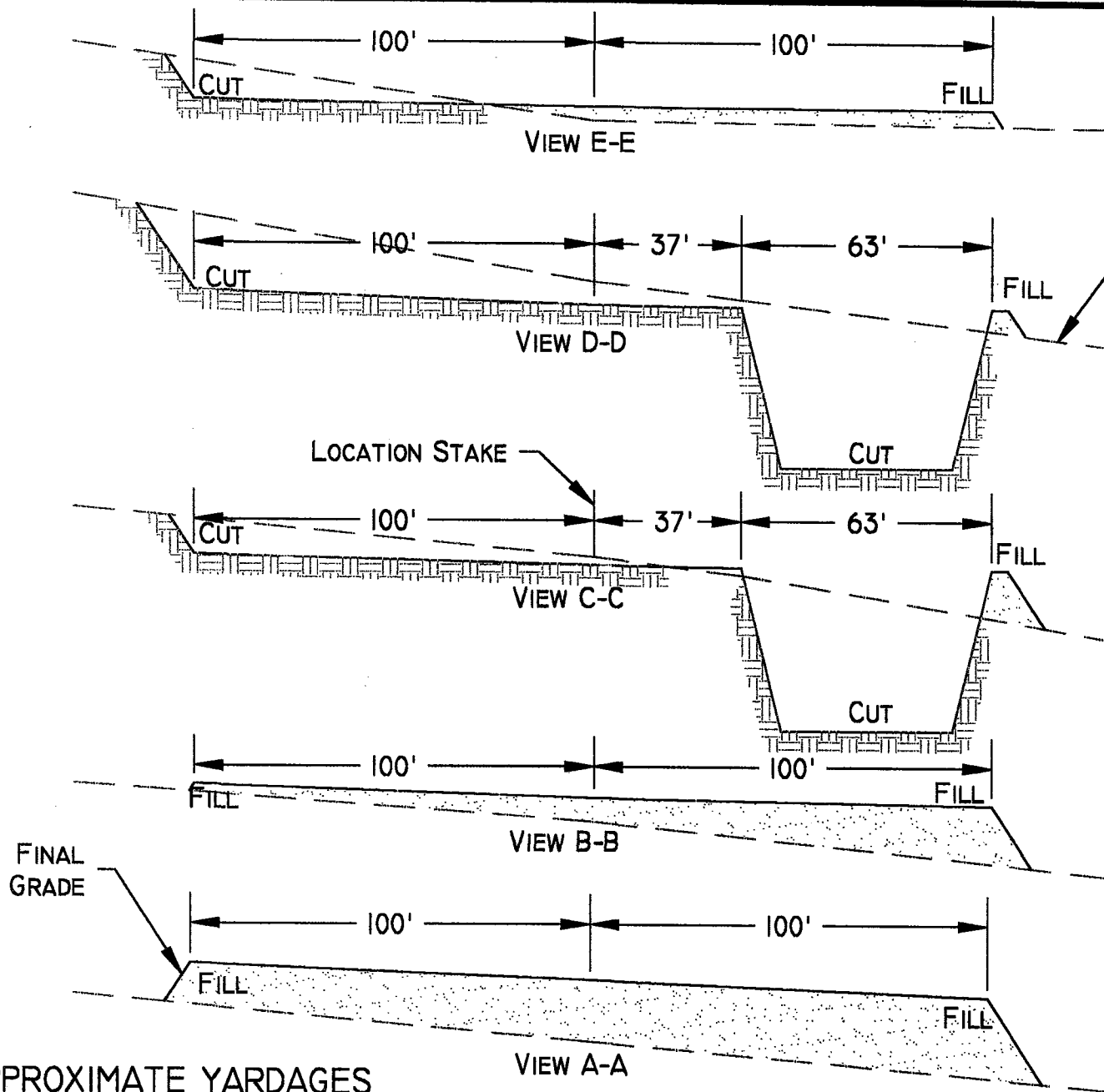
ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 6036.4'
 ELAVATION OF GRADED GROUND AT LOCATION STAKE = 6035.9'



Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-636-8603

PHILLIPS PETROLEUM
LOCATION LAYOUT
 Section 34, T13S, R9E, S.L.B.&M.
WELL NAME

Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. A-2	Date: 02/28/02
	Scale: 1" = 50'
Sheet 2 of 4	Job No. 579



1"=10'
X-Section
Scale
1"=40'

SLOPE = 1 1/2 : 1
(EXCEPT PIT)
PIT SLOPE = 1 ; 1



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375 South Carbon Avenue, Suite 101
Price, Utah 84501
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Fax: 435-638-8603



PHILLIPS PETROLEUM
TYPICAL CROSS SECTION

Section 34, T13S, R9E, S.L.B.&M.
WELL #D-15

Drawn By:
J. STANSFIELD

Checked By:
L.W.J.

Drawing No.

C-1

Date:

02/28/02

Scale:

1" = 40'

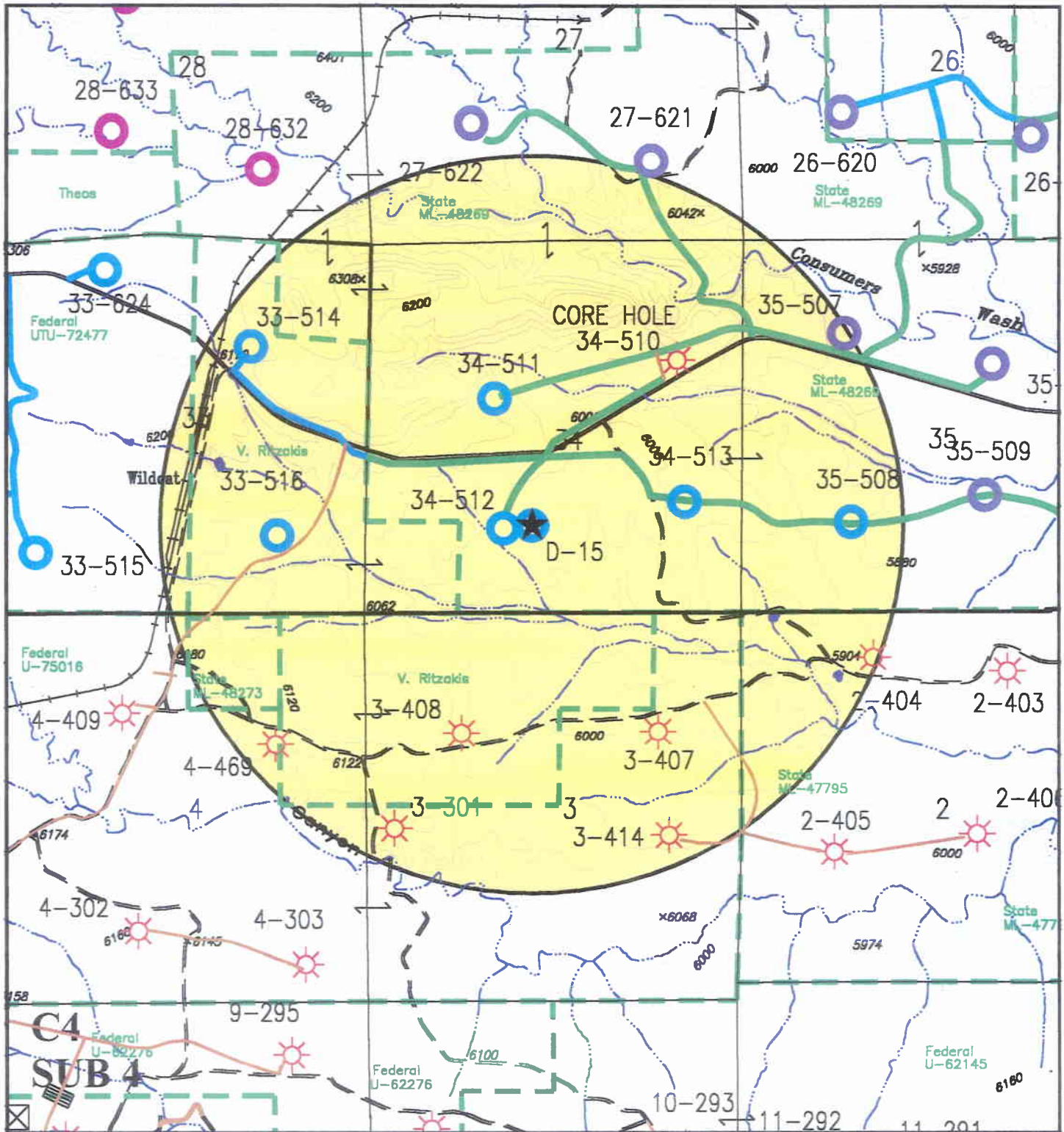
Sheet 3 of 4

Job No.

579

APPROXIMATE YARDAGES

CUT
(6") TOPSOIL STRIPPING = 750 CU. YDS.
REMAINING LOCATION = 1,870 CU. YDS.
TOTAL CUT = 3,820 CU. YDS.
TOTAL FILL = 2,760 CU. YDS.



LEGEND

Proposed Well Location:
 Other Proposed Well Locations:
 Proposed Powerline:
 Proposed Pipeline:
 Proposed Roads:
 Lease Boundary:
 Existing Wells:

Scale: 1" = 2000'



PHILLIPS PETROLEUM COMPANY
 6825 South 5300 West
 P.O. Box 851
 Price, Utah 84501
 Phone: (435) 613-9777
 Fax: (435) 613-9782



WELL # D-15
Section 34, T13S, R9E, S.L.B.&M.
Exhibit B 1 of 2

002

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 01/10/2002

API NO. ASSIGNED: 43-007-30819

WELL NAME: UTAH D15

OPERATOR: PHILLIPS PETROLEUM (N1475)

CONTACT: JEAN SEMBORSKI

PHONE NUMBER: 435-613-9777

PROPOSED LOCATION:

SESW 34 130S 090E

SURFACE: ~~0639 FSL 1885 FWL~~ 1243 FSL 2332 FWLBOTTOM: ~~0639 FSL 1885 FWL~~

CARBON

UNDESIGNATED (2)

LEASE TYPE: 3 - State

LEASE NUMBER: ML-48269 *je*

SURFACE OWNER: 3 - State

PROPOSED FORMATION: NAVA

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering	<i>DKD</i>	3/13/02
Geology		
Surface		

RECEIVED AND/OR REVIEWED:

☒ Plat☒ Bond: Fed[] Ind[] Sta[3] Fee[]
(No. 5952189)☒ Potash (Y/N)☒ Oil Shale 190-5 (B) or 190-3 or 190-13☒ Water Permit
(No. PRWID)☒ RDCC Review (Y/N)
(Date:)☒ Fee Surf Agreement (Y/N)

LOCATION AND SITING:

R649-2-3. Unit DRUNKARDS WASH

R649-3-2. General

Siting: 460 From Qtr/Qtr & 920' Between Wells

R649-3-3. Exception

☒ Drilling Unit

Board Cause No: 243-6

Eff Date: 2-14-01

Siting: 460' fr. Unit Boundary E. Uncomm. Lands

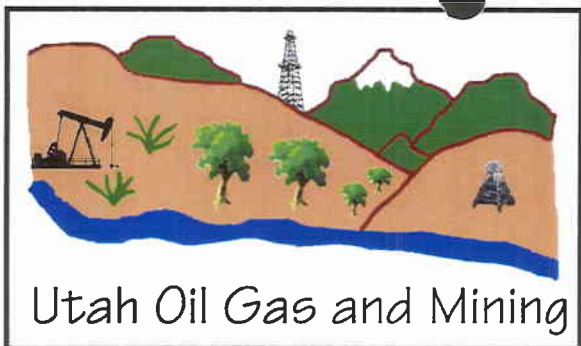
R649-3-11. Directional Drill

COMMENTS:

Need presite. (1-18-02)

STIPULATIONS:

1-statement of basis.

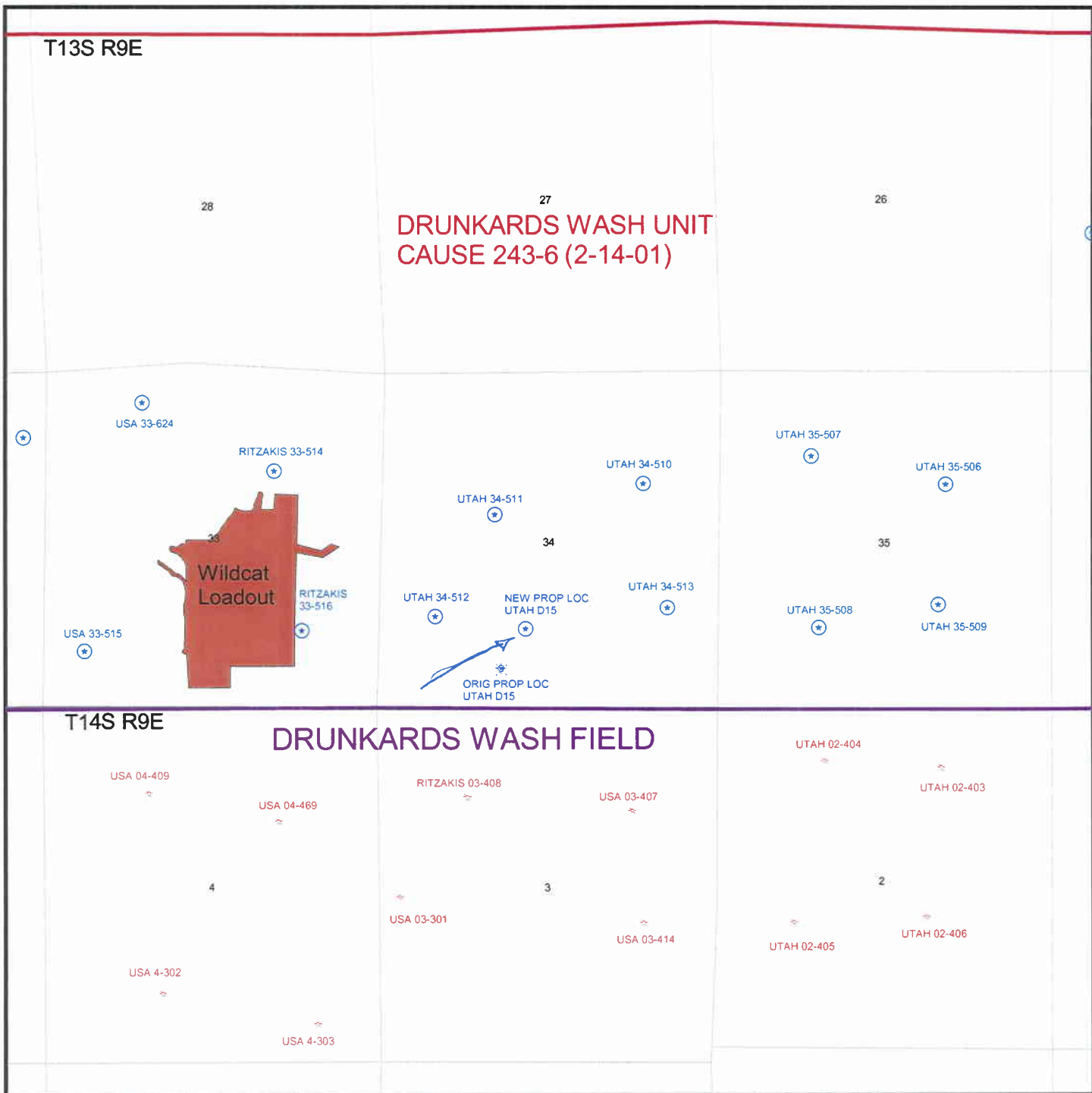


OPERATOR: PHILLIPS PETRO CO (N1475)

SEC. 34, T13S, R9E

FIELD: UNDESIGNATED (002)

COUNTY: CARBON UNIT: DRUNKARDS WASH
CAUSE: 243-6



02-02 Phillips Utah D-1

Casing Schematic

Surface

Upper Mancos
Shale

13-3/8"
MW 8.4
Frac 19.

TOC @
0.

Surface
425. MD

w/20% washout

TOC @
1081.

Intermediate
3700. MD

w/10% washout

TOC@ surface w/18% washout

2910'
Fertan SS
3170'
Tunuck sh
3500'
Diatom
3500' 9-5/8"
Cedar mtn MW 8.4
Frac 19.3

4490'
Morrison

5050'
Summerville

5500'
Curtis
5650'
Entrada

6420'
Carmel

7140'
Mudjo

7460'
Kayenta

7570'
Wingate

MW 9.

Assumed max.

TOC @
4905.

TOC@ 3959' w/4% washout
w/ TOC@ surface w/2% washout

w/10% washout

Production
8160. MD

BOP

BOP

$$(0.052)(9)(8160) = 3819 \text{ psi}$$

$$\text{Anticipated} = 3000 \text{ psi}$$

Gas

$$(0.12)(8160) = 979 \text{ psi}$$

$$\text{MASP} = 2840 \text{ psi}$$

SM BOPE proposed

Adequate DFD 2/19/02

Amended

3M BOPE proposed

Adequate DFD

3/13/02

Well name:	02-02 Phillips Utah D-15	
Operator:	Phillips Petroleum Company	Project ID:
String type:	Surface	43-007-30819
Location:	Carbon County	

Design parameters:

Collapse

Mud weight: 8.400 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 71 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 130 ft

Cement top:

Surface

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.436 psi/ft
Calculated BHP 185 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 373 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 3,700 ft
Next mud weight: 8.400 ppg
Next setting BHP: 1,615 psi
Fracture mud wt: 19.000 ppg
Fracture depth: 425 ft
Injection pressure 419 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ()
1	425	13.375	48.00	H-40	ST&C	425	425	12.59	6708

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	185	740	3.99	185	1730	9.33	20	322	15.78 J

Prepared by: Dustin Doucet
Utah Dept. of Natural Resources

Phone: 801-538-5281
FAX: 801-359-3940

Date: February 19, 2002
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 425 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	02-02 Phillips Utah D-15	
Operator:	Phillips Petroleum Company	Project ID:
String type:	Intermediate	43-007-30819
Location:	Carbon County	

Design parameters:

Collapse

Mud weight: 8.400 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 117 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,500 ft

Cement top: 1,081 ft 10 3/8

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.468 psi/ft
Calculated BHP 1,730 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 3,238 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 8,160 ft
Next mud weight: 9.000 ppg
Next setting BHP: 3,815 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 8,160 ft
Injection pressure 8,160 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ()
1	3700	9.625	40.00	L-80	LT&C	3700	3700	8.75	67381

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	1615	3090	<u>1.91</u>	1730	5750	<u>3.32</u>	148	727	<u>4.91 J</u>

Prepared by: Dustin Doucet
Utah Dept. of Natural Resources

Phone: 801-538-5281
FAX: 801-359-3940

Date: February 19, 2002
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 3700 ft, a mud weight of 8.4 ppg The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name: 02-02 Phillips Utah D-15	
Operator: Phillips Petroleum Company	Project ID: 43-007-30819
String type: Production	
Location: Carbon County	

Design parameters:

Collapse

Mud weight: 9.000 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 179 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 250 ft

Cement top:

4,905 ft
1672 ft

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.468 psi/ft
Calculated BHP: 3,815 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Non-directional string.

Tension is based on air weight.
Neutral point: 7,052 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ()
1	8160	7	26.00	L-80	LT&C	8160	8160	6.151	199600

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	3815	5410	1.42	3815	7240	1.90	212	511	2.41 J

Prepared by: Dustin Doucet
Utah Dept. of Natural Resources

Phone: 801-538-5281
FAX: 801-359-3940

Date: February 19, 2002
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 8160 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

**DIVISION OF OIL, GAS AND MINING
APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS**

OPERATOR: Phillips
WELL NAME & NUMBER: Utah D-15
API NUMBER: 43-007-30819
LOCATION: 1/4, 1/4 SESW Sec: 34 TWP: 13S RNG: 9E ~~639 FSL 1885 FWL~~ 1243 FSL 2332 FWL

Geology/Ground Water:

The sandy, silty, moderately permeable soil is developed on the Blue Gate Member, proper, of the Mancos Shale. The Garley Canyon Sandstone Beds of the Blue Gate Member of the Mancos Shale are likely to be present at this location. If the Garley Canyon Sandstone Beds are present (probable) and wet (possible - standing water was found in upper Garley Canyon Beds in Pinnacle Canyon ~5.5 miles southwest), these strata should be included within the interval protected by the surface casing string. The operator is informed of the potential for wet Garley Canyon Beds and will respond to protect the zones by extending the surface casing string as needed. Extending the proposed casing and cement will adequately isolate any shallow zones containing water. One water right is filed within a mile of the location on an unnamed ephemeral flow.

Reviewer: Christopher J. Kierst **Date:** 2/11/2002

Surface:

Proposed location is ~4 miles NW of Price, Utah and ~2.5 miles SW of Helper Utah. The direct area drains to the Southeast then Eastward into the Price River, a year-round live water source. Dry washes run throughout the area. Location will be build directly next to Utah 34-512 at the request of DWR to minimize disturbance of the area. DWR was present during the on-site however SITLA was invited but chose not to attend.

Reviewer: Mark L. Jones **Date:** January 23, 2002

Conditions of Approval/Application for Permit to Drill:

1. Culverts as needed where crossing drainages sufficient to handle run-off.
2. Berm the location and pit.

ON-SITE PREDRILL EVALUATION
Division of Oil, Gas and Mining

OPERATOR: Phillips
WELL NAME & NUMBER: Utah D-15
API NUMBER: 43-007-30819
LEASE: State FIELD/UNIT: _____
LOCATION: 1/4, 1/4 SESW Sec: 34 TWP: 13 S RNG: 9E 1243 F5L 2332 FWL
LEGAL WELL SITING: 460 F Unit boundary and uncommitted tracts.
GPS COORD (UTM): X =508489 E; Y =4388503 N SURFACE OWNER: SITLA

PARTICIPANTS

M. Jones (DOGM), J. Semborski (Phillips), L. Jensen (NELCO), C. Colt (DWR), SITLA was invited but chose not to attend the onsite.

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Proposed location is ~4 miles NW of Price, Utah and ~2.5 miles SW of Helper Utah. The direct area drains to the Southeast then Eastward into the Price River, a year-round live water source. Dry washes run throughout the area. Location will be build directly next to Utah 34-512 at the request of DWR to minimize disturbance of the area.

SURFACE USE PLAN

CURRENT SURFACE USE: Wildlife habitat and grazing.

PROPOSED SURFACE DISTURBANCE: 400' x 300' and a 50' x 50' x 10' pit.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 6 proposed wells, 1 core hole, and 5 existing wells are within a 1 mile radius of the above proposed well.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: Along roadside.

SOURCE OF CONSTRUCTION MATERIAL: Obtained locally and transported in.

ANCILLARY FACILITIES: None anticipated.

WASTE MANAGEMENT PLAN:

Portable chemical toilets which will be emptied into the municipal waste treatment system; garbage cans on location will be emptied into centralized dumpsters which will be emptied into an approved landfill. Crude oil production is unlikely. Drilling fluid, completion / frac fluid and cuttings will be buried in the pit after evaporation and slashing the pit liner. Produced water will be gathered to the evaporation pit and eventually injected into the Navajo Sandstone via a salt water disposal well. Used oil from drilling operations and support is hauled to a used oil recycler and reused.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: Dry washes.

FLORA/FAUNA: Pinion Juniper, Sagebrush, grasses, Elk, deer, small game, rodents.

SOIL TYPE AND CHARACTERISTICS: Clay.

EROSION/SEDIMENTATION/STABILITY: Stable until disturbed.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: Dugout earthen pit.

LINER REQUIREMENTS (Site Ranking Form attached): None required.

SURFACE RESTORATION/RECLAMATION PLAN

As per surface use agreement.

SURFACE AGREEMENT: Yes.

CULTURAL RESOURCES/ARCHAEOLOGY: Arch study on file with state.

OTHER OBSERVATIONS/COMMENTS

This well was moved ~500 yards North during the onsite to minimize disturbance of the area. UTM coordinates on front page are field GPS readings for the new location.

ATTACHMENTS

Photos of this location were taken and placed on file.

Mark L. Jones
DOGM REPRESENTATIVE

January 18, 2002 / 2:30 pm
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score
For Reserve and Onsite Pit Liner Requirements**

<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>0</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>0</u>
Distance to Nearest Municipal Well (feet)		
>5280	0	
1320 to 5280	5	
500 to 1320	10	
<500	20	<u>0</u>
Distance to Other Wells (feet)		
>1320	0	
300 to 1320	10	
<300	20	<u>0</u>
Native Soil Type		
Low permeability	0	
Mod. permeability	10	
High permeability	20	<u>10</u>
Fluid Type		
Air/mist	0	
Fresh Water	5	
TDS >5000 and <10000	10	
TDS >10000 or Oil Base Mud Fluid	15	
containing significant levels of hazardous constituents	20	<u>0</u>
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	<u>0</u>
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	<u>0</u>
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	<u>0</u>
Presence of Nearby Utility Conduits		
Not Present	0	
Unknown	10	
Present	15	<u>0</u>

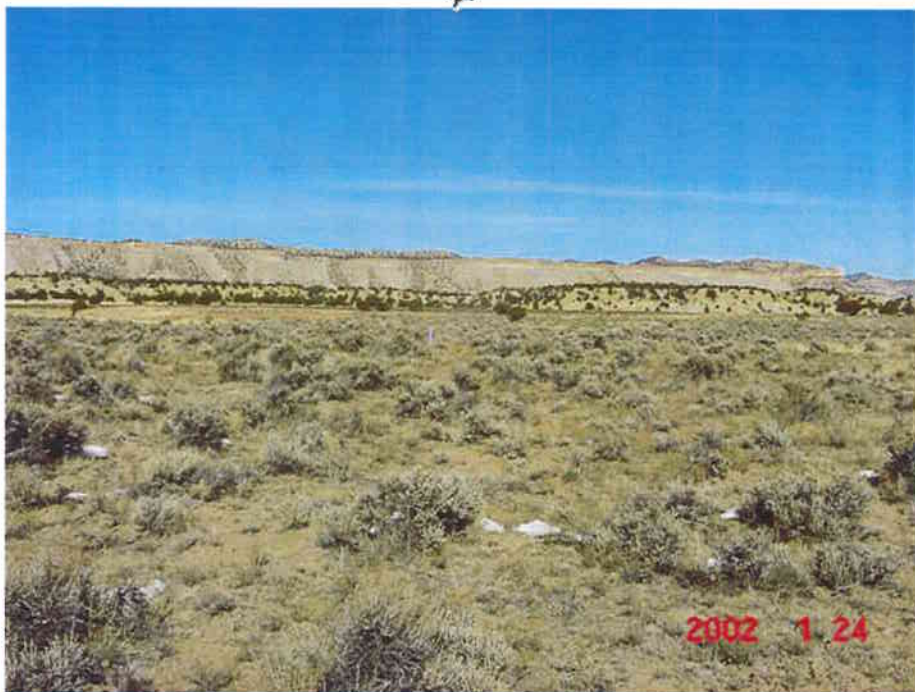
Final Score 10 (Level III Sensitivity)

Sensitivity Level I = 20 or more; total containment is required.

Sensitivity Level II = 15-19; lining is discretionary.

Sensitivity Level III = below 15; no specific lining is required.





UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED MON, FEB 11, 2002, 10:41 AM
PLOT SHOWS LOCATION OF 1 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 5280 FEET FROM A POINT
N 639 FEET, E 1885 FEET OF THE SW CORNER,
SECTION 34 TOWNSHIP 13S RANGE 9E SL BASE AND MERIDIAN

PLOT SCALE IS APPROXIMATELY 1 INCH = 2000 FEET

N O R T H

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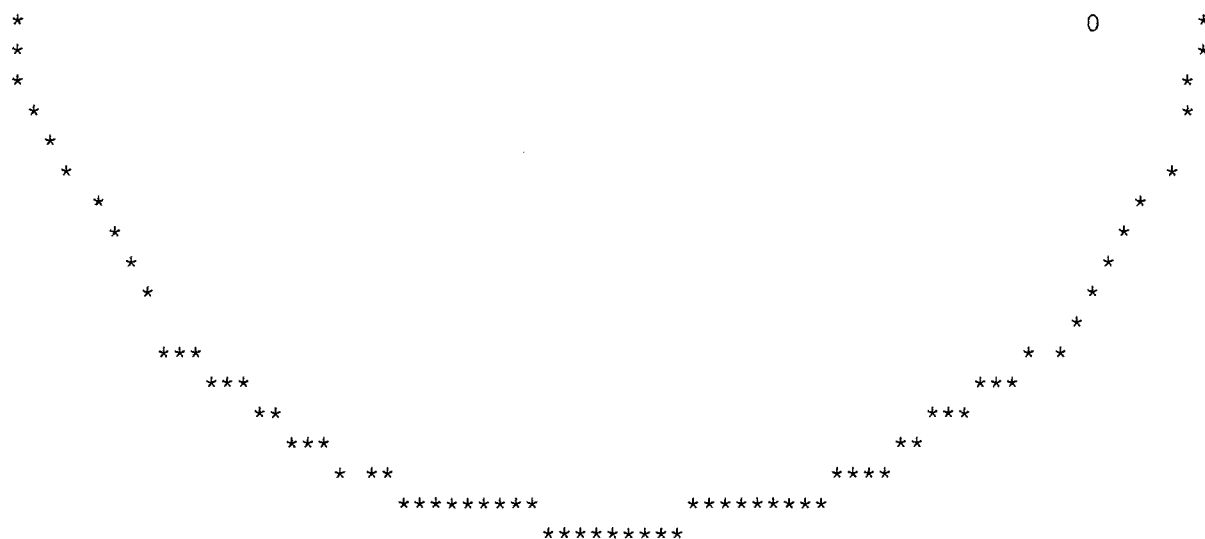
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UTAH DIVISION OF WATER RIGHTS
NWPLAT POINT OF DIVERSION LOCATION PROGRAM

MAP CHAR	WATER RIGHT	QUANTITY CFS	AND/OR AC-FT	SOURCE DESCRIPTION or WELL INFO DIAMETER	DEPTH	YEAR LOG	POINT OF DIVERSION DESCRIPTION NORTH	EAST	CNR SEC	TWN	RNG B&	
0	91 4541	.0000	.00	Unnamed Ephemeral Channel								
WATER USE(S): STOCKWATERING OTHER											PRIORITY DATE: 00/00/1	
USA Bureau of Land Management (Price Fie 125 South 600 West											Price	

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:
3160
(UT-922)

January 11, 2002

Memorandum

To: Assistant District Manager Minerals, Moab District
From: Michael Coulthard, Petroleum Engineer
Subject: 2002 Plan of Development Drunkards Wash Unit,
Carbon County, Utah.

Pursuant to email between Lisha Cordova, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management. The following wells are planned for calendar year 2002 within the Drunkards Wash, Carbon County, Utah.

Api Number	Well	Location
------------	------	----------

(Proposed IZ Navajo)

43-007-30819 Utah 015

Sec. 34, T13S, R9E 0639 FSL 1885 FWL 1243 FSL 2332 FWL (2002 Pod Apr. 3-5-02) *jc*

(Proposed PZ Ferron)

43-007-30820 Utah 34-513

Sec. 34, T13S, R9E 1582 FSL 0810 FEL

43-007-30821 Utah 35-508

Sec. 35, T13S, R9E 1278 FSL 1565 FWL

43-007-30822 Utah 35-509

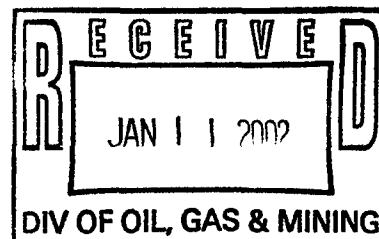
Sec. 35, T13S, R9E 1641 FSL 1722 FEL

This office has no objection to permitting the wells at this time.

/s/ Michael L. Coulthard

bcc: File - Drunkards Wash Unit
Division of Oil Gas and Mining
Agr. Sec. Chron
Fluid Chron

MCoulthard:mc:1-11-02



FORM 9

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number:

ML-48269

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah D15

9. API Well Number:

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

1. Type of Well: OIL ☐ GAS ☒ OTHER:

2. Name of Operator:

Phillips Petroleum Company

3. Address and
Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well
Footages:

1243' FSL, 2332' FWL

QQ. Sec. T., R., M.

SE/4 SW/4 SEC. 34, T13S, R09E, SLB & M

11. **CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

NOTICE OF INTENT
(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Drilling Program Amendment</u> | |

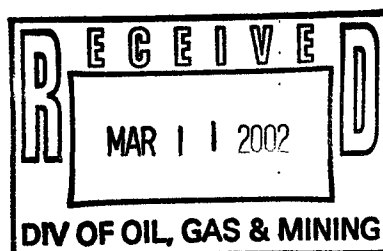
Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL
COMPLETION OR RECOMPLETION REPORT AND LOG form

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that Phillips Petroleum Company would like to amend their drilling program to change the BOPE to 3000 PSI from the originally proposed 5000 PSI.



13.

Name & Signature: Frankie Hathaway

Title: Administrative Assistant

Date: 3/11/02

(This space for state use only)

2.6 Drilling Program

2.6.1 Following is a tabulation of the geologic units and the respective depths at which they are expected to be penetrated in the well.

<u>Formation/Unit</u>	<u>Estimated Depth(top)</u>
Upper Mancos Shale	Surface
Ferron Sandstone	2910'
Tunuck Shale	3170'
Dakota	3510'
Cedar Mountain	3540'
Morrison	4490'
Summerville	5050'
Curtis	5500'
Entrada	5650'
Carmel	6420'
Navajo	7140'
Kayenta	7460'
Wingate	7570'

2.6.2 This well will be utilized strictly for the injection of produced waters from Phillips' coalbed methane wells. Zones that have shown to be gas and water-bearing are the coals and sandstone of the Ferron Formation. The Navajo Sandstone is expected to be water-bearing, and potentially containing CO₂.

2.6.3 A rotating head with a diverter system will be used to drill the surface hole. For the remainder of the drilling (surface shoe to TD), a double gate 3000 psi BOPE will be used with a rotating head. This equipment will be tested to 70% of the minimum internal yield pressure. All tests will be recorded in a Driller's Report Book. Physical operation of the BOPE's will be checked on each trip. See Attachment "G" for the schematic of the BOPE.

2.6.4 Casing Program

Conductor-20" Structural, set @ $\pm 40'$, 26" hole
Cement: ready mix ± 8 cu. yds.

Surface-13 3/8" H-40, 48#/ft, ST&C, set @ $\pm 425'$, 17 1/2" hole.

Cement: Cement to surface 0-425'.

530 sks Premium AG + 2 % CaCl₂ + 0.125 lb/sk Poly-E-Flake

Yield: 1.16 cu. ft/sk

Weight: 15.8 lb/gal

Total cu. ft: 614.8 cu. ft.

Excess: 100 %



PHILLIPS PETROLEUM COMPANY

6825 South 5300 West
P.O. Box 851
Price, UT 84501
TEL: (435) 613-9777 FAX: (435) 613-9782

March 4, 2002

Ms. Lisha Cordova
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
SLC, Utah 84114-5801

RE: Application for Permit to Drill – Utah D-15, SE/4 SW/4 Sec. 34
T16S, R9E, SLB&M, Emery County

Dear Lisha:

With regard to the Application for Permit to Drill (APD) for the Utah D-15, currently on file in your office, I am submitting revised maps and APD cover page for your copy. This well was moved slightly during the onsite inspection on Jan. 18, 2002. This proposed well is located more than 460' from the boundary of the Unit Area and from the boundary of any uncommitted tract within the Unit Area and will not require the administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

Please contact me should you need any additional information.

Sincerely,

Jean Semborski
Permit Analyst

Pc: well file

COPY

CONFIDENTIAL

RECEIVED

MAR 13 2002

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(HIGHLIGHT CHANGES)

APPLICATION FOR PERMIT TO DRILL

5. MINERAL LEASE NO. ML-48269
6. SURFACE State

1A. Type of Work: DRILL ☒ REENTER ☐ DEEPEN ☐

7. IF INDIAN, ALLOTTEE OR TRIBE NAME:
N/A

B. Type of Well: OIL ☐ GAS ☒ OTHER ☐ SINGLE ZONE ☐ MULTIPLE ZONE ☐

8. UNIT or CA AGREEMENT NAME:

Utah Drunkards Wash

2. NAME OF OPERATOR:

Phillips Petroleum Company

9. WELL NAME and NUMBER:

D15

3. ADDRESS OF OPERATOR: 6825 South 5300 West, P.O. Box 851, Price, Utah 84501

PHONE NUMBER:
(435) 613-9777

CITY STATE ZIP

10. FIELD AND POOL, OR WILDCAT:

Drunkards Wash Undesignated

4. LOCATION OF WELL (FOOTAGES)

AT SURFACE: 1243' FSL, 2332' FWL

AT PROPOSED PRODUCING ZONE:

4388503 Y
508483 X

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
SE/SW Section 34, T13S, R09E, SLB&M

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE:

6.0 miles northwest of Price, UT

12. COUNTY:

Carbon

13. STATE:

UTAH

15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET)
1005'

16. NUMBER OF ACRES IN LEASE:
2080 acres

17. NUMBER OF ACRES ASSIGNED TO THIS WELL:
160 acres

18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET)
600'

19. PROPOSED DEPTH:
8160'

20. BOND DESCRIPTION:
Rotary

21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.)
6036' GR

22. APPROXIMATE DATE WORK WILL START:
April 2002

23. ESTIMATED DURATION:

24. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
26"	20" Conductor	40'	See attachment "D"
17-1/2"	13-3/8" 48#/ft	425'	See attachment "D"
12-1/4"	9-5/8" 36&40#/ft	3700'	See attachment "D"
8-3/4"	7" 26.29&32#/ft	8150'	See attachment "D"

RECEIVED COPY

25. ATTACHMENTS

MAR 13 2002

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION RULES:

DIVISION OF
OIL, GAS AND MINING

☒ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER

☒ COMPLETE DRILLING PLAN

☒ EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER

☐ FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

Name & Signature: Jean Semborski

Jean Semborski

Title: Permitting Analyst

Date: 1/8/01

(This space for state use only)

API Number Assigned:

43-007-30819

Approval:

Approved by the
Utah Division of
Oil, Gas and Mining

Date:

03-14-02

By:

[Signature]

Range 9 East

S89°27'10"W - 2619.53'

(S89°28'W - 2620.86')

(N89°52'W - 2640.0')

34

2331.84'

322

DRILL HOLE #D-15
ELEVATION 6036.4'

UTM
N - 4388501
E - 508492

1243.27'

SW CORNER
ELEV. 6062'

2654

(N89°53'W - 5307.72')

S89°54'21"E - 5309.81'

Township 13 South
[N01°23'58"E - 2634.94']
[N01°23'20"E - 2634.67']
[N01°23'E - 5272.08']

Legend

- Drill Hole Location
- ⊙ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- () GLO

GPS Measured

NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES
ARE DERIVED USING A GPS PATHFINDER AND ARE
SHOWN IN NAD 27 DATUM.

LAT / LONG
39°38'53"N
110°54'04"W

Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700
GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED
FROM THE U.S. LAND OFFICE.

Basis of Elevation:

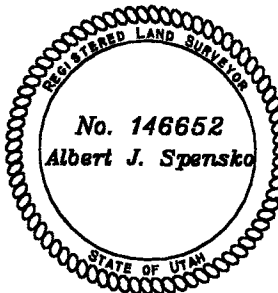
BASIS OF ELEVATION OF 6062' BEING AT THE SOUTHWEST SECTION CORNER
OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 9 EAST, SALT LAKE BASE
AND MERIDIAN, AS SHOWN ON THE STANDARDVILLE QUADRANGLE 7.5
MINUTE SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE SE1/4, SW1/4 OF SECTION 34,
T13S, R9E, S.L.B.&M., BEING 1243.27' NORTH AND 2331.84' EAST
FROM THE SOUTHWEST SECTION CORNER OF SECTION 34, T13S, R9E,
SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional
Land Surveyor, holding Certificate 146652
State of Utah, do hereby certify that the
information on this drawing is a true and
accurate survey based on data of record and
was conducted under my personal direction
and supervision as shown hereon.



Talon Resources, Inc.
375 South Carbon Avenue, Suite 101
Price, Utah 84501
Ph: 435-637-8781
Fax: 435-636-8603



PHILLIPS PETROLEUM
WELL #D-15

Section 34, T13S, R9E, S.L.B.&M.
Carbon County, Utah

Drawn By
J. STANSFIELD

Checked By
L.W.J./A.J.S.

Drawing No.

A-1

Date:

02/28/02

Scale:
1" = 1000'

Sheet 1 of 4

JOB No.
579

GRAPHIC SCALE

0 500' 1000'

(IN FEET)

1 inch = 1000 ft.

EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
Phillips Petroleum Company
Utah D15
SE/4, SW/4, Sec. 34, T13S, R09E, SLB & M
~~639' FSL, 1885' FWL~~
Carbon County, Utah

1. Existing Roads

- a. We do not plan to change, alter or improve upon any existing state or county roads.
- b. Existing roads will be maintained in the same or better condition. See Exhibit "B".

2. Planned Access

Approximately 600' of new access is required (See Exhibit "B")

- a. Maximum Width: 24' travel surface with 27' base
- b. Maximum grade: 4%
- c. Turnouts: None
- d. Drainage design: 3 culverts may be required. Water will be diverted around well pad as necessary.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Pipe and Power lines will follow the proposed access road.

3. Location of Existing Wells

- a. See Exhibit "B". There are 6 proposed and 6 existing wells within a one-mile radius of the proposed location.

4. Location of Existing and/or Proposed Facilities

- a. If the well is a producer, installation of production facilities will be as shown on Exhibit "H". Buried powerlines run along access on the east and north, gathering lines on the south or west.
- b. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

5. Location and Type of Water Supply

- a. Water to be used for drilling will be purchased from the Price River Water Improvement District (a local source of municipal water) (tel. 435-637-6350).
- b. Water will be transported by truck over approved access roads.
- c. No water well is to be drilled for this location.

6. Source of Construction Materials

- a. Any necessary construction materials needed will be obtained locally and hauled to the location on existing roads.
- b. No construction or surfacing materials will be taken from Federal/Indian land.

7. Methods for handling waste disposal

- a. As the well will be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will not be lined unless conditions encountered during construction warrant it or if deemed necessary by the DOGM representative during the pre-site inspection. Three sides of the reserve pit will be fenced within 24 hours after completion of construction and the fourth side within 24 hours after drilling operation cease with woven wire topped with barbed wire to a height of not less than four feet. The fence will be kept in good repair while the pit is drying.
- b. Following drilling, the liquid waste will be evaporated from the pit and the pit back-filled and returned to natural grade. No liquid hydrocarbons will be discharged to the reserve pit or location.
- c. In the event fluids are produced, any oil will be retained in tankage until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- d. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

8. Ancillary Facilities

- a. We anticipate no need for ancillary facilities with the exception of one trailer to be located on the drill site.

9. Wellsite Layout

- a. Available topsoil will be removed from the location and stockpiled. Location of mud tanks, reserve and berm pits, and soil stockpiles will be located as shown on the attachments.
- b. A blooie pit will be located 100' from the drill hole. A line will be placed on the surface from the center hole to the pit. The pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- c. Access to the well pad will be as shown on Exhibit "B".
- d. Natural runoff will be diverted around the well pad.

10. Plans for Restoration of Surface

- a. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- b. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- c. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.

11. Surface Ownership:

- a. The wellsite and access road will be constructed on lands owned by the State of Utah, School and Institutional Trust Lands Administration. The operator shall contact the landowner representative and the Division of Oil, Gas and mining 48 hours prior to beginning construction activities.

12. Other Information:

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 4500 feet Northwest.
- b. Nearest live water is Price River, located 10,500' Southeast.
- c. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed and piled downhill from the topsoil stockpile location.
- d. The backslope and foreslope will be constructed no steeper than 4:1.
- e. All equipment and vehicles will be confined to the access road and well pad.
- f. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

13. Company Representative

Jean Semborski
Permitting Analyst
Phillips Petroleum Company
6825 S. 5300 W. P.O. Box 851
Price, Utah 84501
(435) 613-9777
(435) 820-9807

Mail Approved A.P.D. To:

Company Representative


Excavation Contractor

Nelco Contractors Inc.
Larry Jensen
(435) 637-3495
(435) 636-5268

14. Certification

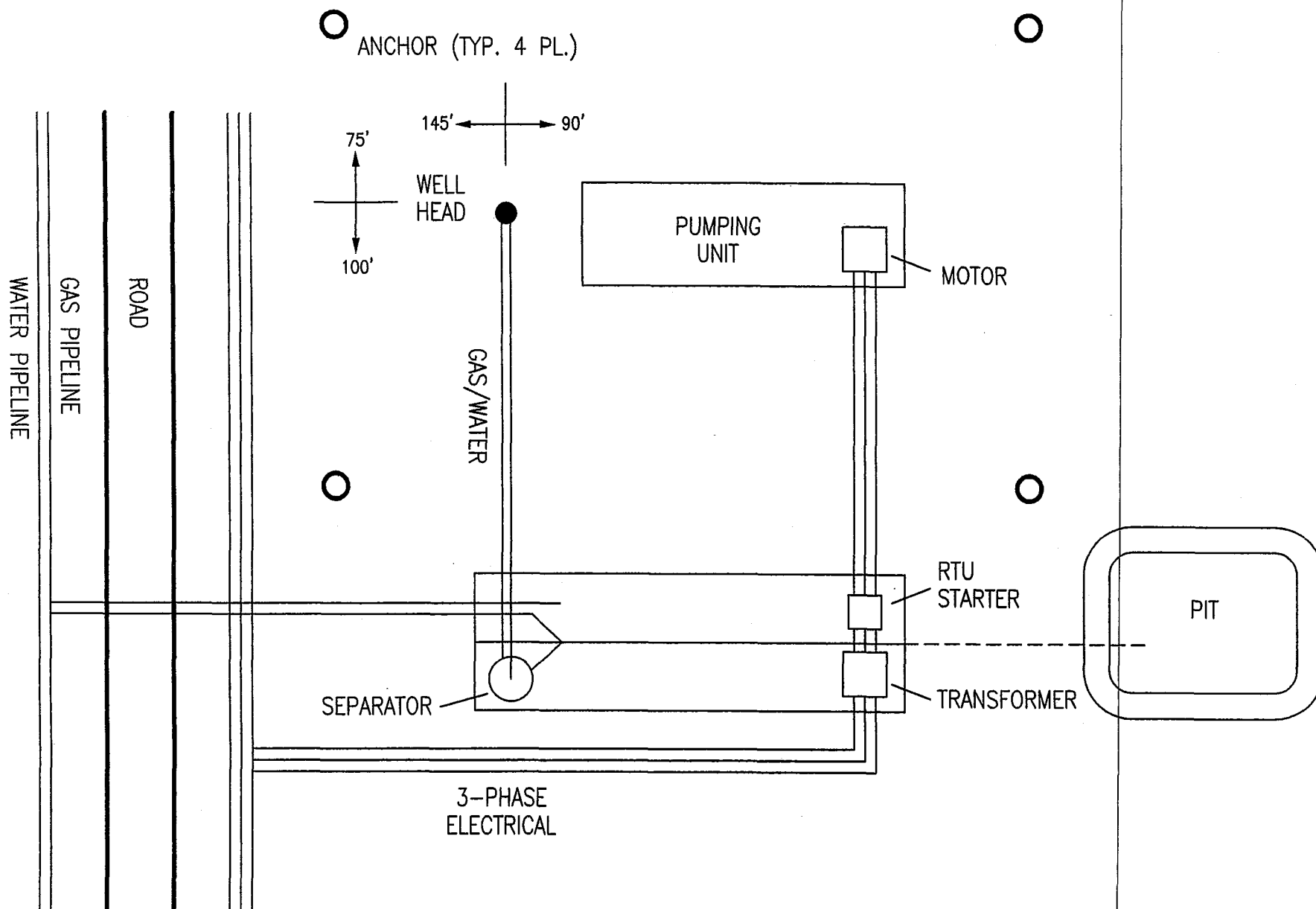
I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by Phillips Petroleum Company and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

1/8/02
Date

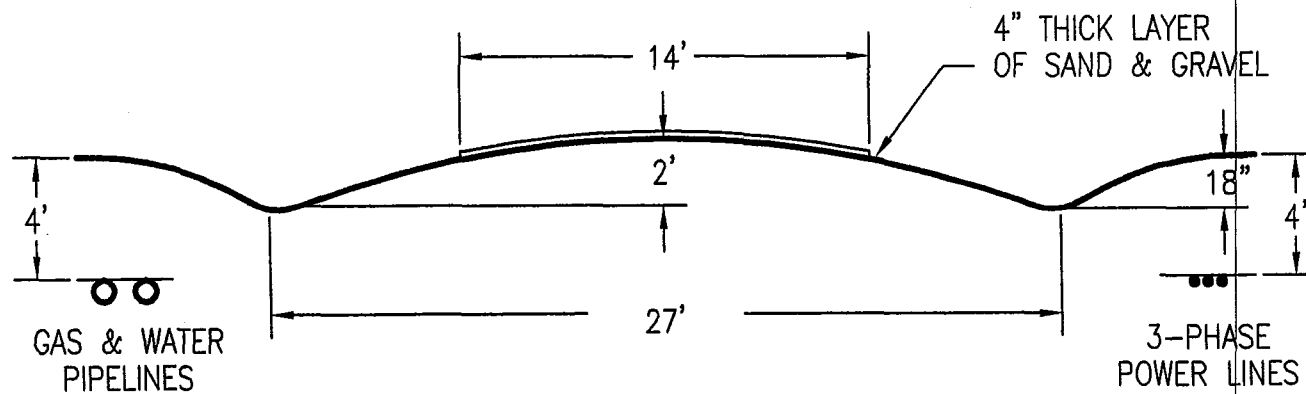

Jean Semborski
Permitting Analyst
Phillips Petroleum Company

PHILLIPS PETROLEUM COMPANY

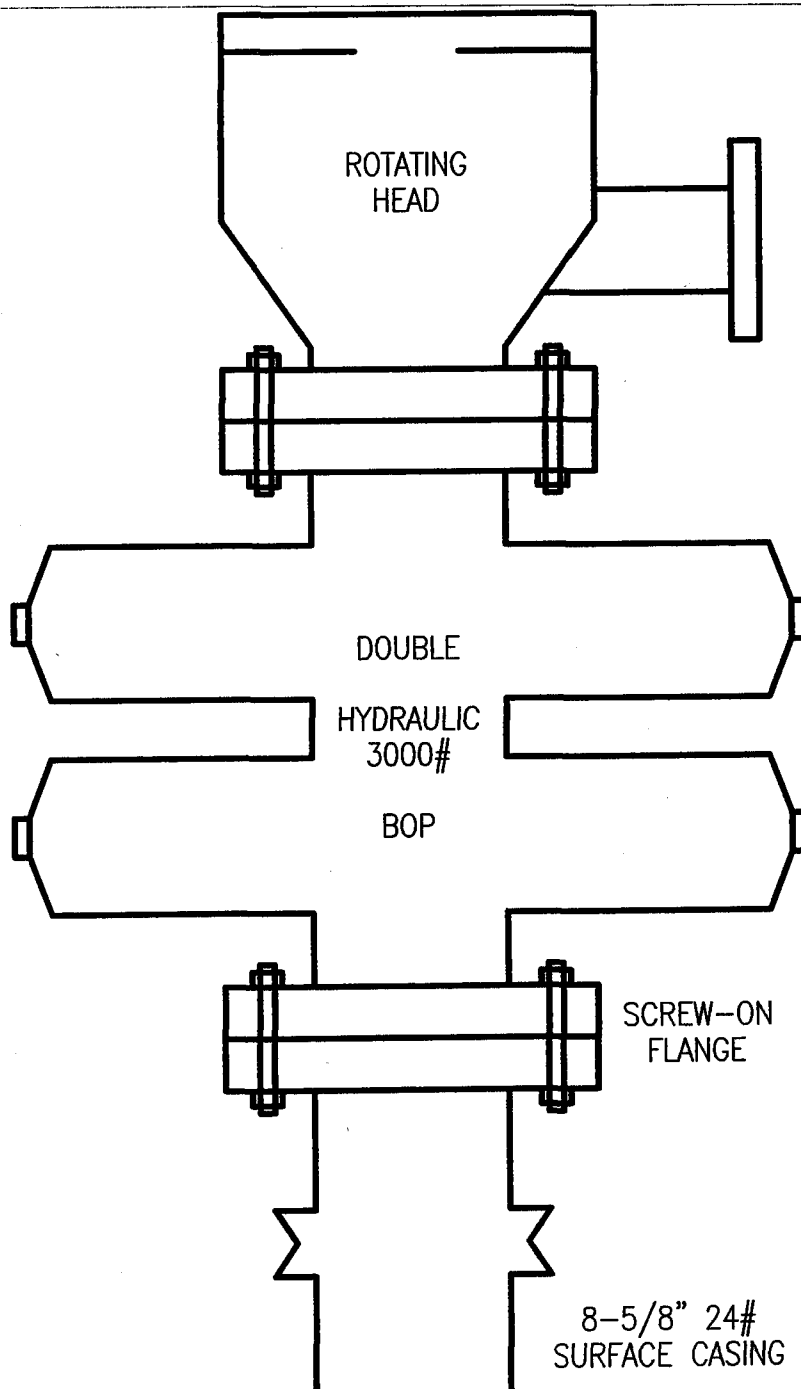
WELL SITE LAYOUT (235' x 175')



TYPICAL ROAD CROSS-SECTION



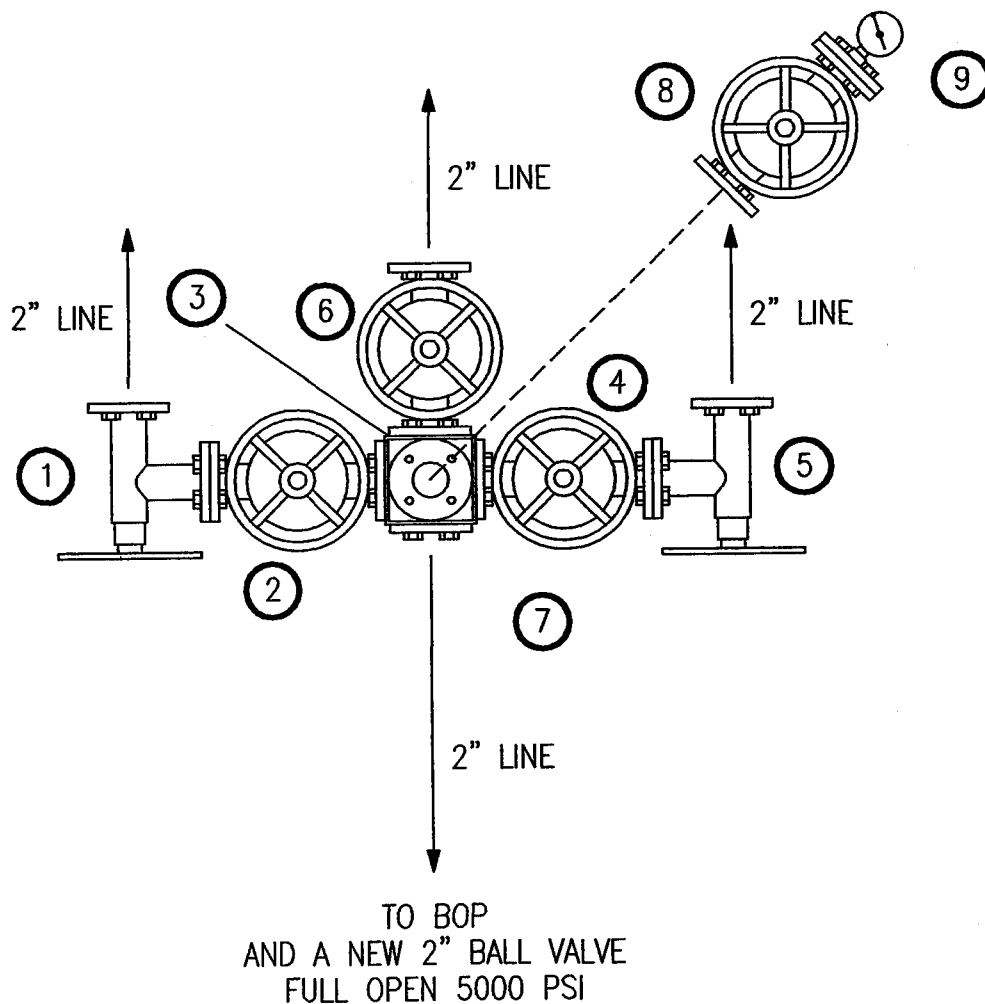
DIVERTER HEAD



- (1) 2" 5M FLANGED CHOKE
- (2) 2" 5M GATE VALVE (FLANGED)
- (3) 2" 5M STUDDED CROSS
- (4) 2" 5M GATE VALVE (FLANGED)
- (5) 2" 5M FLANGED CHOKE
- (6) 2" 5M GATE VALVE (FLANGED)
- (7) 2" LINE
- (8) 2" 5M GATE VALVE (FLANGED)
- (9) 3000# GAUGE

NOTE:

NUMBER 8 GATE VALVE SITS ON TOP OF MANIFORD BETWEEN STUDDED CROSS AND 3000# GAUGE.



MANIFOLD

APPROXIMATE LAYOUT OF RIG & EQUIPMENT

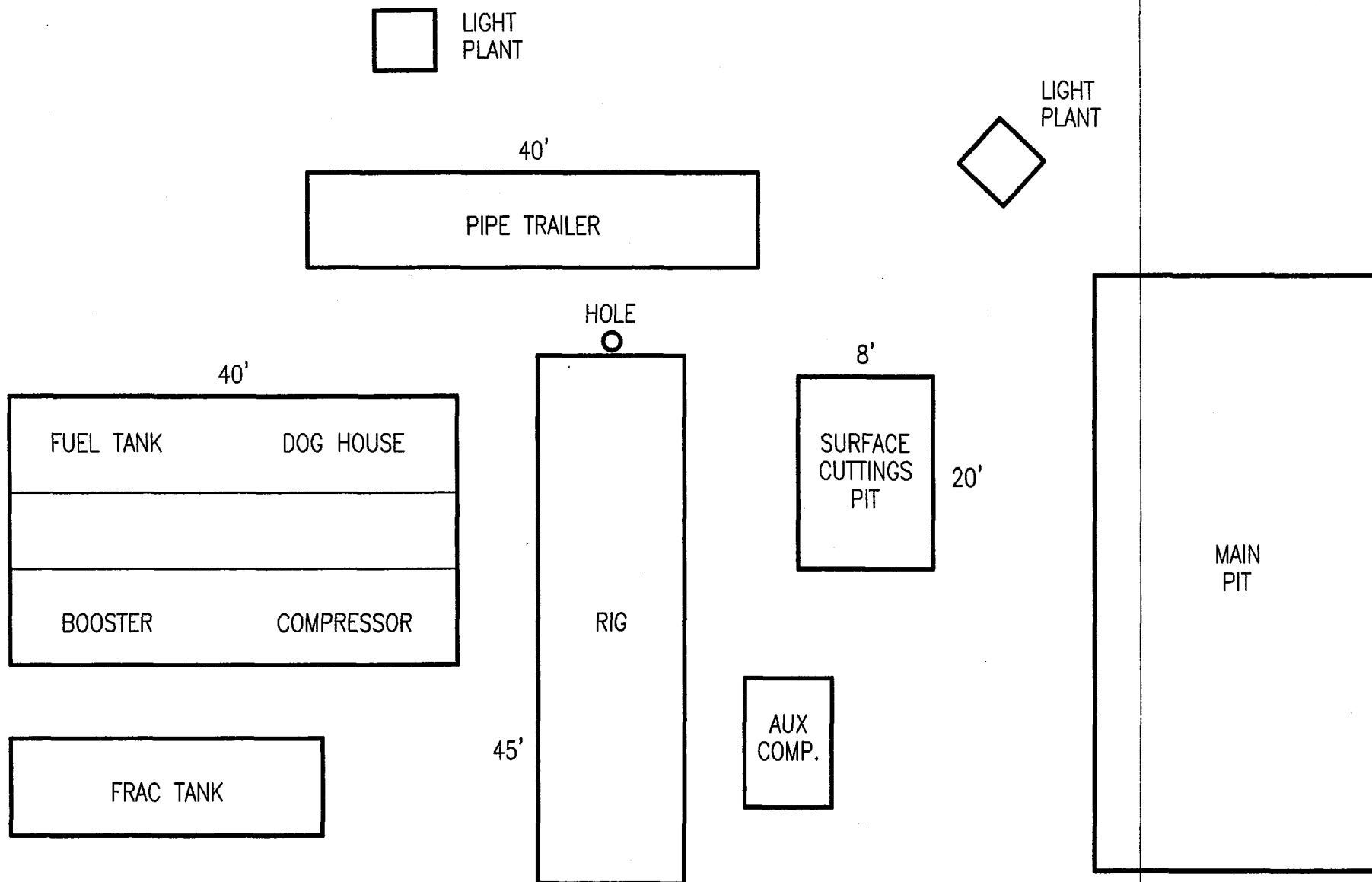


EXHIBIT "D"
DRILLING INFORMATION

Phillips Petroleum Co.

Utah D-15

SE, SW, Sec.34, T13S, R9E

~~1900' FWL, 650' FSL~~ 1885 FWL, 639 FSL

Carbon County, Utah

(R615-3-4 Permitting of Wells to be Drilled, Deepened, or Plugged Back)

2.1 Telephone numbers for additional information:

Jean Semborski	(435) 613-9777 Office
Permit Analyst	(435) 820-9807 Mobile

Kenny Manzanares	(435) 613-9777 Office
Development Manager	(435) 636-9327 Mobile

Jeff Carlson	(303) 643-4359 Office
Drilling Engineer	

2.2 Lease: State ML-48269

2.3 This disposal well will be drilled approximately 6.4 miles northwest of Price, Utah.

2.4 Survey Plat: See Exhibit "A"

2.5 Water will be purchased from Price River Water Improvement District, PRWID (a local municipal water source).

2.6 Drilling Program

2.6.1 Following is a tabulation of the geologic units and the respective depths at which they are expected to be penetrated in the well.

<u>Formation/Unit</u>	<u>Estimated Depth(top)</u>
Upper Mancos Shale	Surface
Ferron Sandstone	2910'
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Curtis	5500'
Entrada	5650'
Carmel	6420'
Navajo	7140'
Kayenta	7460'
Wingate	7570'

2.6.2 This well will be utilized strictly for the injection of produced waters from Phillips' coalbed methane wells. Zones that have shown to be gas and water-bearing are the coals and sandstone of the Ferron Formation. The Navajo Sandstone is expected to be water-bearing, and potentially containing CO₂.

2.6.3 A rotating head with a diverter system will be used to drill the surface hole. For the remainder of the drilling (surface shoe to TD), a double gate 5000 psi BOPE will be used with a rotating head. This equipment will be tested to 70% of the minimum internal yield pressure. All tests will be recorded in a Driller's Report Book. Physical operation of the BOPE's will be checked on each trip. See Attachment "G" for the schematic of the BOPE.

2.6.4 Casing Program

Conductor-20" Structural, set @ $\pm 40'$, 26" hole

Cement: ready mix ± 8 cu. yds.

Surface-13 3/8" H-40, 48#/ft, ST&C, set @ $\pm 425'$, 17 1/2" hole.

Cement: Cement to surface 0-425'.

530 sks Premium AG + 2 % CaCl₂ + 0.125 lb/sk Poly-E-Flake

Yield: 1.16 cu. ft/sk

Weight: 15.8 lb/gal

Total cu. ft: 614.8 cu. ft.

Excess: 100 %

Intermediate-9 5/8" L-80, 40#/ft, LT&C, set @ \pm 3700', 12 3/4" hole.

Cement: Cement to surface, 0-3700'.

Lead: 580 sk Hall Light + 2 % CaCl₂ + 0.125 lb/sk + Poly-E-Flake

Yield: 1.83 cu. ft/sk
Weight: 12.7 lb/gal
Total cu. ft: 1061 cu. ft.

Tail: 180 sks Prem AG + 2 % CaCl₂ + 0.125 lb/sk Poly-E-Flake

Yield: 1.16 cu. ft/sk
Weight: 15.8 lb/gal
Total cu. ft: 209 cu. ft.
Excess: 15 %

Production-7" L-80, 26 #/ft, set @ \pm 8150', 8 3/4" hole.

Cement: Cement to surface

1st Stage: 3800-8150'

Lead: 610 sks 50/50 Poz Prem + 10% Salt + 2% Bentonite
+ 0.3% Halad(R)-344

Yield: 1.27 cu. ft/sk
Weight: 14.30 lb/gal
Total cu. ft: 775 cu. ft

The DV tool will be set at 3800' unless determined otherwise during drilling.

2nd Stage: 0-3800'

Lead: 290 sks 50/50 Poz Prem + 8% Bentonite + 8% Cal-Seal 60

Yield: 2.04 cu. ft/sk
Weight: 12.30 lb/gal
Total cu. ft: 592 cu. ft

Tail: 50 sks Premium AG + 0.125 lb/sk Poly-E-Flake

Yield: 1.15 cu ft/sk
Weight: 15.8 lb/gal
Total cu ft: 58 cu ft

This is a recommended cement program based on ideal hole conditions. Actual hole conditions will dictate the correct cement blend and volumes to run.

2.6.5 Mud Program:

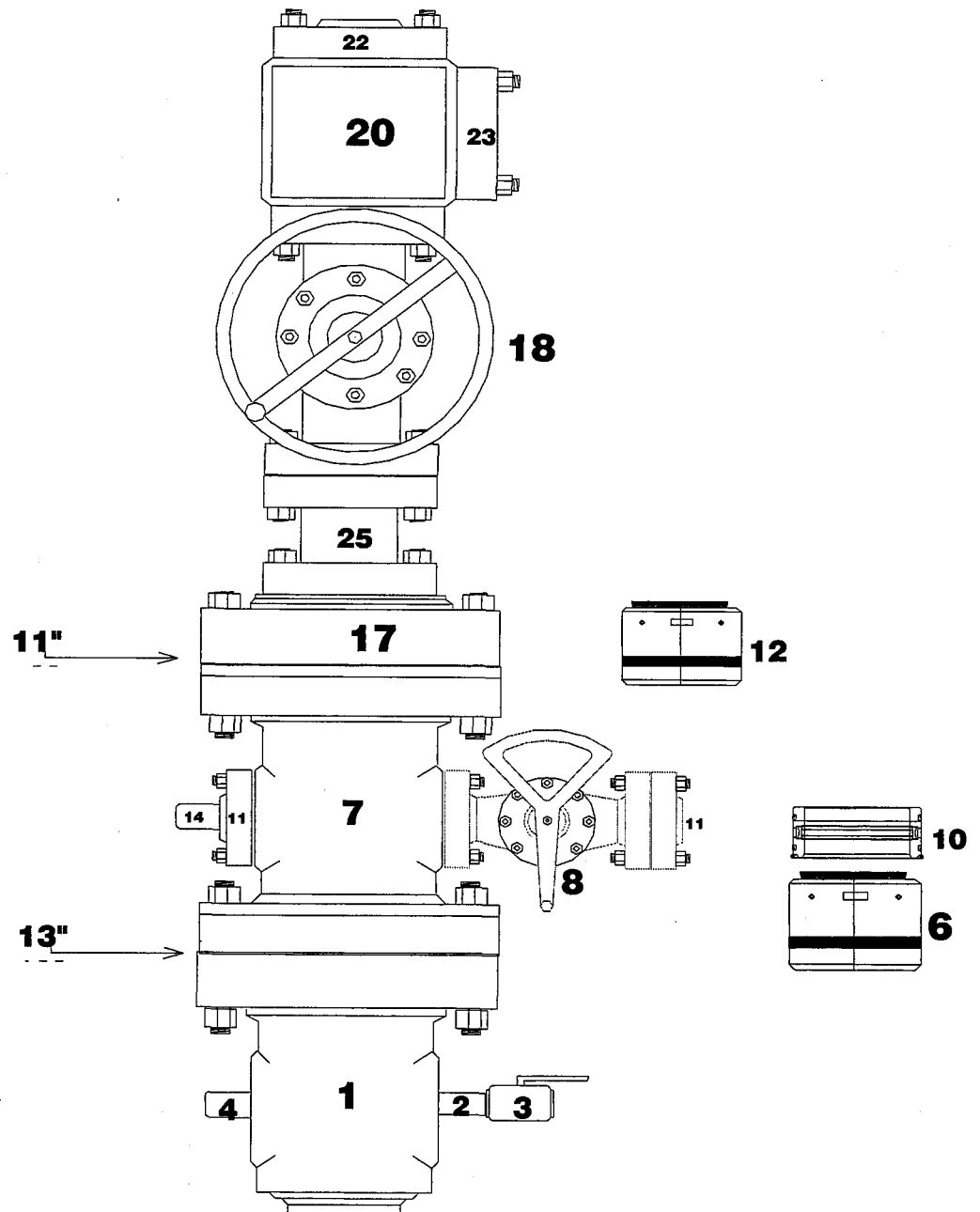
<u>Depth</u>	<u>Hole Size</u>	<u>Program</u>
0 – 425'	17 ½" hole	Air / Mist, LCM as needed
425' – 3700'	12 ¾" hole	Air / Mist, LCM as needed
3700' – 8150'	8 ¾" hole	Water based mud

2.6.6 Logging and Testing Program:

<u>Depth</u>	
425-3700'	GR, DIL, Caliper, Density/Neutron, SP
3700'-TD	GR, DIL, Caliper, Density/Neutron, SP,

2.6.7 We expect a bottom hole pressure of 3000 psi. No hazards are expected.

PHILLIPS
Disposal Wellhead
2002 Program/Price, UT



STATE OF UTAH
BOND OF LESSEE

KNOW ALL MEN BY THESE PRESENTS, that we Phillips Petroleum Company
of Bartlesville, Oklahoma as principal and
Safeco Insurance Company of America as surety, are held and firmly bound
unto the State of Utah in the sum of Two Hundred Thousand (\$200,000.00) lawful money of the United States
to be paid to the School & Institutional Trust Lands Administration, as agent for the State of Utah, for the use and benefit
of the State of Utah, and of any patentee or purchaser of any portion of the land covered by the hereinafter described
lease heretofore sold or which may hereafter be sold with a reservation to the State of Utah, on the surface or of other
mineral deposits of any portion of such lands, for which payment, well and truly to be made, we bind ourselves, and each
of us, and each of our heirs, executors, administrators, successors, sublessees, and assignees, jointly and severally by
these presents.

Signed with our hands and seals this 31st day of January, 192001

The condition of the foregoing obligation is such that,

WHEREAS: The State of Utah, as Lessor, issued a(n) _____
lease, Lease Number _____ and dated _____, to
_____ as lessee (and said lease has been duly assigned under date of _____
to _____) to drill for, mine, extract, and remove all of the
_____ deposits in and under the following described lands, to wit:

Statewide Blanket Bond to cover all operations on state of Utah lands.

NOW, THEREFORE, the principal and surety shall be obligated to pay all monies, rentals, royalties, costs of
reclamation, damages to the surface and improvements thereon and any other damages, costs, expenses, penalties, interest
or liabilities which arise by operation of or in connection with the above described lease(s) accruing to the Lessor and
shall fully comply with all other terms and conditions of said lease, the rules, regulations, and policies relating thereto
of the School & Institutional Trust Lands Administration, the Board of Oil, Gas and Mining, and the Division of Oil,
Gas and Mining as they may now exist or may from time to time be modified or amended. This obligation is in effect
even if the principal has conveyed part of its interest to a successor in interest. If the principal fully satisfies the above
described obligations, then the surety's obligation to make payment to the State of Utah is void and of no effect.
otherwise, it shall remain in full force and effect until released by the School & Institutional Trust Lands Administration.

Signed, sealed and delivered
in the presence of

Jerry L. Hicks
Witness

PHILLIPS PETROLEUM COMPANY

R. B. Gisi (SEAL)
R. B. Gisi Principal Asst. Treasurer

Jerry L. Hicks
Witness

BONDING COMPANY SAFECO INSURANCE COMPANY OF AMERICA
BY Betty G. Miller
Betty G. Miller, Attorney-in-Fact

Attest: _____
Secretary
Resident Agent: N/A

APPROVED AS TO FORM:
JAN GRAHAM
ATTORNEY GENERAL

By _____

Bonding Co. Address: Millenium Corps Park, Bldg. C, 18400 NE Union Hill F
Redmond, WA 98052
Corporate Seal of Bonding Company Must be Affixed.

003



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor

Kathleen Clarke
Executive Director

Lowell P. Braxton
Division Director

1594 West North Temple, Suite 1210

PO Box 145801

Salt Lake City, Utah 84114-5801

801-538-5340

801-359-3940 (Fax)

801-538-7223 (TDD)

March 14, 2002

Phillips Petroleum Company
P O Box 851
Price, UT 84501

Re: Utah D15 Well, 1243' FSL, 2332' FWL, SE SW, Sec. 34, T. 13 South, R. 9 East,
Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-30819.

Sincerely,

A handwritten signature in cursive script, appearing to read 'John R. Baza'.

John R. Baza
Associate Director

er

Enclosures

cc: Carbon County Assessor

SITLA

Bureau of Land Management, Moab Field Office

Operator: Phillips Petroleum Company
Well Name & Number Utah D15
API Number: 43-007-30819
Lease: ML 48269

Location: SE SW Sec. 34 T. 13 South R. 9 East

Conditions of Approval

1. **General**

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. **Notification Requirements**

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- 24 hours prior to cementing or testing casing
- 24 hours prior to testing blowout prevention equipment
- 24 hours prior to spudding the well
- within 24 hours of any emergency changes made to the approved drilling program
- prior to commencing operations to plug and abandon the well

The following are Division of Oil, Gas and Mining contacts and their work telephone numbers (please leave a voice mail message if the person is not available to take the call):

- Dan Jarvis at (801) 538-5338
- Carol Daniels at (801) 538-5284 (spud)

3. **Reporting Requirements**

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Compliance with the State of Utah Antiquities Act forbids disturbance of archeological, historical, or paleontological remains. Should archeological, historical or paleontological remains be encountered during your operations, you are required to immediately suspend all operations and immediately inform the Trust Lands Administration and the Division of State History of the discovery of such remains.

5. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☒ OTHER:

2. Name of Operator:

Phillips Petroleum Company

3. Address and Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well Footages:

1243' FSL, 2332' FWL

QQ, Sec., T., R., M.:

SE/4 SW/4 SEC. 34, T13S, R09E, SLB & M

5. Lease Designation and Serial Number:

ML-48269

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah D15

9. API Well Number:

43-007-30819

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. **CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA****NOTICE OF INTENT**
(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Drilling Program Amendment</u> | |

Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that Phillips Petroleum Company would like to amend their drilling program to change the BOPE to 3000 PSI from the originally proposed 5000 PSI.

COPY**RECEIVED**

MAR 27 2002

DIVISION OF
OIL, GAS AND MINING**CONFIDENTIAL**

13.

Name & Signature: Frankie HathawayFrankie HathawayTitle: Administrative AssistantDate: 3/11/02

(This space for state use only)

COPY SENT TO OPERATOR

Date: 03-29-02Initials: CHD

(See Instructions on Reverse Side)

APPROVED BY THE STATE
OF UTAH DIVISION OF
OIL, GAS, AND MININGDATE: 3/28/02
BY: Doyle Dunt

* Approved prior to APD approval 3/14/2002



Re: Notice of Address Change, Merger and Name Change
Address Change effective **December 2, 2002**
Merger and Name Change effective **December 31, 2002**

Divisions of Oil, Gas, and Mining
Attn: Mr. John Baza
1594 West North Temple,
Suite 1210, P. O. Box 145801
Salt Lake City, UT 84114-5801

Gentlemen:

1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.

2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252
Attn: Chief Landman,
San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company
550 Westlake Park Blvd.
Three Westlake Park
3WL, Room WL 9000
Houston, Texas 77079
Attn: Chief Landman,
San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

Attn: Chief Landman,
San Juan/Rockies

Fax No.: 832-486-2688 or
832-486-2687

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely,

William Rainbolt

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DEC 02 2002

DIVISION OF
OIL, GAS AND MINING

2.6 Drilling Program

2.6.1 Following is a tabulation of the geologic units and the respective depths at which they are expected to be penetrated in the well.

<u>Formation/Unit</u>	<u>Estimated Depth(top)</u>
Upper Mancos Shale	Surface
Ferron Sandstone	2910'
Tunuck Shale	3170'
Dakota	3510'
Cedar Mountain	3540'
Morrison	4490'
Summerville	5050'
Curtis	5500'
Entrada	5650'
Carmel	6420'
Navajo	7140'
Kayenta	7460'
Wingate	7570'

2.6.2 This well will be utilized strictly for the injection of produced waters from Phillips' coalbed methane wells. Zones that have shown to be gas and water-bearing are the coals and sandstone of the Ferron Formation. The Navajo Sandstone is expected to be water-bearing, and potentially containing CO₂.

2.6.3 A rotating head with a diverter system will be used to drill the surface hole. For the remainder of the drilling (surface shoe to TD), a double gate 3000 psi BOPE will be used with a rotating head. This equipment will be tested to 70% of the minimum internal yield pressure. All tests will be recorded in a Driller's Report Book. Physical operation of the BOPE's will be checked on each trip. See Attachment "G" for the schematic of the BOPE.

2.6.4 Casing Program

Conductor-20" Structural, set @ ± 40', 26" hole

Cement: ready mix ± 8 cu. yds.

Surface-13 3/8" H-40, 48#/ft, ST&C, set @ ± 425', 17 1/2" hole.

Cement: Cement to surface 0-425'.

530 sks Premium AG + 2 % CaCl₂ + 0.125 lb/sk Poly-E-Flake

Yield: 1.16 cu. ft/sk

Weight: 15.8 lb/gal

Total cu. ft: 614.8 cu. ft.

Excess: 100 %

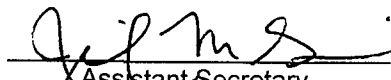


SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

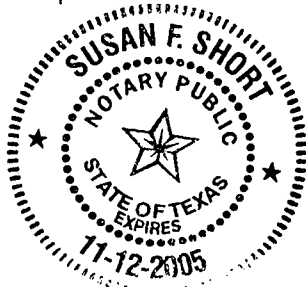
1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.


Assistant Secretary
ConocoPhillips Company

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

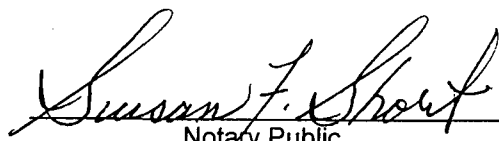
This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



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DIV. OF OIL, GAS & MINING


Notary Public

Delaware

PAGE 1

The First State

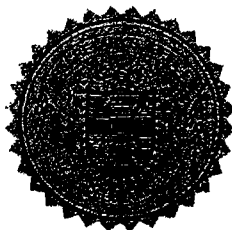
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

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JAN 08 2003

DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

0064324 8100

030002793

DATE: 01-02-03

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

**PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)**

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

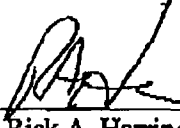
4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

FROM RL&F#1

(THU) 12. 12' 02 13:32/ST. 13:31/NO. 4864756279 P 6

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this
12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

HOU03:884504.1

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DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

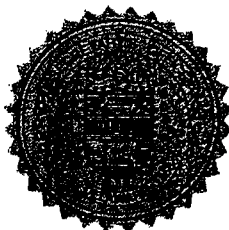
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

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JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100M

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

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DIV. OF OIL, GAS & MINING

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

By: 

Name: Rick A. Harrington

Title: Senior Vice President, Legal,
and General Counsel

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DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

Corporation - Foreign - Profit
562960-0143

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

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JAN 08 2003

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
REGISTRATION

EFFECTIVE DATE: 06/14/1946
EXPIRATION DATE: *RENEWAL
ISSUED TO: CONOCOPHILLIPS COMPANY



REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

562960-0143 Corporation - Foreign - Profit

*RENEWAL

You will need to renew your registration each anniversary date of the effective date.
Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>All</u>		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Phillips Petroleum Company		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (918) 661-4415		8. WELL NAME and NUMBER: See Attached List
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached List		9. API NUMBER: See List
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

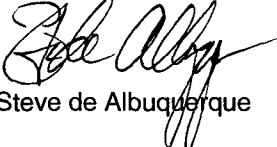
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

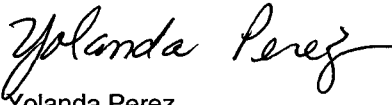
Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned to ConocoPhillips Company.

Please send production reporting forms to Herb Henderson at ConocoPhillips Company, 315 S. Johnstone, 980 Plaza Office, Bartlesville, OK 74004. Herb's phone number is 918-661-4415.

Current Operator
Phillips Petroleum Company


Steve de Albuquerque


New Operator
ConocoPhillips Company


Yolanda Perez

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) <u>Yolanda Perez</u>	TITLE <u>Sr. Regulatory Analyst</u>
SIGNATURE 	DATE <u>12/30/2002</u>

(This space for State use only)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

Well Name and Number See Attached List	API Number See List
Location of Well Footage : See Attached List <i>excluding DIS</i> County : QQ, Section, Township, Range: State : UTAH	Field or Unit Name Lease Designation and Number

EFFECTIVE DATE OF TRANSFER: 1/1/2003

CURRENT OPERATOR

Company: Phillips Petroleum Company
Address: 980 Plaza Office
city Bartlesville state OK zip 74004
Phone: (918) 661-4415
Name: Steve de Albuquerque
Signature: *Steve de Albuquerque*
Title: HSE & Regulatory Supervisor
Date: 12/30/2002
Comments: Conoco Inc. and Phillips Petroleum Company merged to form ConocoPhillips Company. Please see attached list of wells effected by name change.

NEW OPERATOR

Company: ConocoPhillips Company
Address: P. O. Box 2197, WL3 4066
city Houston state TX zip 77252
Phone: (832) 486-2329
Name: Yolanda Perez
Signature: *Yolanda Perez*
Title: Sr. Regulatory Analyst
Date: 12/30/2002
Comments: Conoco Inc. and Phillips Petroleum Company merged to form ConocoPhillips Company. Please see attached list of wells effected by name change.

(This space for State use only)

Transfer approved by: *A. J. Lount*
Title: *Tech. Services Manager*

Approval Date: 2-3-03

Comments: *D5, D2 + D3 are due for MIT.
DIS is not permitted for injection
so no transfer needed.*

RECEIVED
JAN 08 2003
DIV. OF OIL, GAS & MINING

UIC Well List

SWD WELLS							
api	well_name	section	township	range	well_type	well_status	lease_type
4300730093	ARCADIA-TELONIS 1 (D-2)	19	140S	090E	WD	A	FEE
4301530356	D-11	13	160S	090E	WD	A	FEDERAL
4300730040	DRUNKARDS WASH 31-1 (D-1)	31	140S	100E	WD	A	STATE
4300730351	FAUSETT D5	16	140S	090E	WD	A	FEE
4301530531	PPCO D13	30	160S	090E	WD	DRL	FEE
4300730520	RGC D-10	28	150S	090E	WD	A	FEE
4300730567	SAMPINOS D-14	16	150S	100E	WD	A	FEE
4300730100	USA D6	34	140S	090E	WD	A	FEDERAL
4300730819	UTAH D15	34	130S	090E	WD	APD	STATE
4300730290	UTAH D-3	18	150S	100E	WD	A	STATE
4300730314	UTAH D-4	24	140S	090E	WD	A	STATE
4301530338	UTAH D7	02	160S	090E	WD	A	STATE
4300730431	UTAH D8	12	150S	090E	WD	A	STATE
4300730438	UTAH D-9	32	140S	090E	WD	A	STATE
4300730199	UTAH M-1	26	140S	090E	TW	A	STATE
4300730066	UTAH M-2	34	150S	090E	TW	A	FEDERAL

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DIV. OF OIL, GAS & MINING

List of Produced Water Ponds/Pits

	Permit/ License No.	State/Federal		Immediate Name Change Required		Other Immediate Actions Required*		Agency	Agency Contact Name	Agency Contact Number
		S	F	Y	N	Y	N			
1	EVAPORATION POND	X		X				Utah Dept of Natural Resources, Dept. of Oil Gas and Mining	Gil Hunt	(801) 538-5340
2	D-1 POND	X		X				Utah Dept of Natural Resources, Dept. of Oil Gas and Mining	Gil Hunt	(801) 538-5340
3	D-2 (C-2) POND	X		X				Utah Dept of Natural Resources, Dept. of Oil Gas and Mining	Gil Hunt	(801) 538-5340
4	D-3 POND	X		X				Utah Dept of Natural Resources, Dept. of Oil Gas and Mining	Gil Hunt	(801) 538-5340
* Describe: OPERATIONAL PERMITS FOR PRODUCED WATER PONDS										

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JAN 08 2003

DIV. OF OIL, GAS & MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

ConocoPhillips Company	:	Oil & Gas Leases
P.O. Box 7500	:	
Bartlesville, Oklahoma 74005	:	

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to **ConocoPhillips Company** and the merger of **Conoco Incorporated** into **ConocoPhillips Company** on Federal oil and gas leases, with **ConocoPhillips Company** being the surviving entity.

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/ Wilbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

bc: JFO, BLM State Offices, MMS, ES RF, 930 RF, ES-932;
Bforbes:wbf:01/16/03:440-1536/ConocoPhillips Co

OPERATOR CHANGE WORKSHEET

005

ROUTING

1. GLH	<input checked="" type="checkbox"/>
2. CDW	
3. FILE	

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X MergerThe operator of the well(s) listed below has changed, effective: **12-31-02**

FROM: (Old Operator):	TO: (New Operator):
PHILLIPS PETROLEUM COMPANY	CONOCOPHILLIPS COMPANY
Address: 980 Plaza Office	Address: P O BOX 2197, WL3 4066
Bartlesville, OK 74004	HOUSTON, TX 77252
Phone: 1-(918)-661-4415	Phone: 1-(832)-486-2329
Account No. N1475	Account No. N2335

CA No.

Unit:

WELL(S)	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
UTAH D-15	34-13S-09E	43-007-30819	99999	STATE	SWD	APD
FAUSETT D-5	16-14S-09E	43-007-30351	12165	FEE	SWD	A
ARCADIA-TELONIS 1 (D-2)	19-14S-09E	43-007-30093	99990	FEE	SWD	A
UTAH D-4	24-14S-09E	43-007-30314	11256	STATE	SWD	A
UTAH M-1	26-14S-09E	43-007-30199	11256	STATE	TW	A
UTAH D-9	32-14S-09E	43-007-30438	12771	STATE	SWD	A
USA D-6	34-14S-09E	43-007-30100	12466	FEDERAL	SWD	A
UTAH D-8	12-15S-09E	43-007-30431	11256	STATE	SWD	A
RGC D-10	28-15S-09E	43-007-30520	12545	FEE	SWD	A
UTAH M-2	34-15S-09E	43-007-30066	2889	FEDERAL	TW	A
DRUNKARDS WASH 31-1 (D-1)	31-14S-10E	43-007-30040	11256	STATE	SWD	A
SAMPINOS D-14	16-15S-10E	43-007-30567	12729	FEE	SWD	A
UTAH D-3	18-15S-10E	43-007-30290	11256	STATE	SWD	A
UTAH D-7	02-16S-09E	43-015-30338	12404	STATE	SWD	A
D-11	13-16S-09E	43-015-30356	12572	FEDERAL	SWD	A
PPCO D13	30-16S-09E	43-015-30531	99999	FEE	SWD	DRL

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
5. If **NO**, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 02/04/2003

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/03/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/03/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 8140-60-24

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 8015-16-69

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: N/A

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

006



State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
(801) 538-5340 telephone
(801) 359-3940 fax
(801) 538-7223 TTY
www.nr.utah.gov

Michael O. Leavitt
Governor

Robert L. Morgan
Executive Director

Lowell P. Braxton
Division Director

February 20, 2003

Jean Semborski
ConocoPhillips Company
P O Box 851
Price, UT 84501

Re: APD Rescinded – Utah D15, Sec.34, T.13S, R.9E Carbon County, Utah
API No. 43-007-30819

Dear Ms. Semborski:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining on March 14, 2002. On March 21, 2003, you requested that the division rescind the approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective March 21, 2003.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Engineering Technician

cc: Well File
Gil Hunt, Technical Services Manager